

RECORDATION NO. 21545-A FILED

DEC 30 '03 11-03 AM

SURFACE TRANSPORTATION BOARD

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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

OF COUNSEL
URBAN A. LESTER

December 30, 2003

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Assignment, dated as of December 30, 2003, a secondary document as defined in the Board's Rules for the Recordation of Documents.

The enclosed document relates to the Memorandum of Railroad Equipment Lease Agreement which was previously filed with the Board under Recordation Number 21545.

The names and addresses of the parties to the enclosed document are:

Assignor: Fleet Capital Corporation
(successor in interest to BancBoston Leasing, Inc.)
One Financial Plaza 5th Floor
Providence, Rhode Island 02903

Assignee: ICX Corporation
2 Summit Park Drive
Suite 300
Cleveland, Ohio 44131

Mr. Vernon A. Williams
December 30, 2003
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A description of the railroad equipment covered by the enclosed document is:

103 remanufactured mill gondola cars: MRL 42000 - MRL 42102.

A short summary of the document to appear in the index is:

Memorandum of Assignment.

Also enclosed is a check in the amount of \$30.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,



Robert W. Alvord

RWA/anm
Enclosures

DEC 30 '03 11-03 AM

MEMORANDUM OF ASSIGNMENT

SURFACE TRANSPORTATION BOARD

This Memorandum of Assignment ("Memorandum") made and entered into as of December 30, 2003, by and between FLEET CAPITAL CORPORATION, as successor by merger with BancBoston Leasing Inc., a Rhode Island corporation ("Assignor") and ICX CORPORATION, an Ohio corporation ("Assignee").

WITNESSETH:

1. Assignor has agreed to assign to Assignee Equipment Schedule No. 1 to that certain Master Lease Finance Agreement dated July 10, 1998, between Assignor, as Lessor, and MONTANA RAIL LINK, INC., as Lessee, for one hundred three (103) railcars bearing the railroad reporting markings set forth on Schedule I.
2. This Memorandum shall be effective as of the date first set forth below and shall be subject to the Lease Term, as defined in the Lease.

IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of December 30, 2003.

FLEET CAPITAL CORPORATION

By: Annemarie L. WarrenName: Annemarie L. Warren
Vice President

Title: _____

ICX CORPORATION

By: _____

Name: _____

Title: _____

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IN WITNESS WHEREOF, the parties hereto have caused this Memorandum to be executed and delivered by their duly authorized representatives as of the date set forth above, and shall be effective as of December 30, 2003.

FLEET CAPITAL CORPORATION

By: _____

Name: _____

Title: _____

ICX CORPORATION

By: *Dennis J. Diemer*

Name: Dennis J. Diemer

Vice President

Title: _____

STATE OF MASSACHUSETTS)
) SS:
COUNTY OF SUFFOLK)

On this 27th day of December, 2003 before me the subscriber, Julie T. Mitchell, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Anne Marie L. Warren, to me personally known, who stated and acknowledged that she is the Vice President of Fleet Capital Corporation, a Rhode Island corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 27th day of December, 2003.

Julie T. Mitchell
(Notary Signature)

My commission expires:

June 11, 2010

STATE OF OHIO)
) SS:
COUNTY OF CUYAHOGA)

On this 29th day of December, 2003, before me the subscriber, Debra A. Grim, a Notary Public, duly commissioned, qualified and acting, within and for said County and State, appeared in person the within named Dennis J. Diemer, to me personally known, who stated and acknowledged that he/she is the Vice President of ICX Corporation, an Ohio corporation, and duly authorized by authority of the Board of Directors or By-laws of said corporation in his/her capacity as such officer to execute and acknowledge this document for and in the name and on behalf of said corporation and further stated and acknowledged that he/she has so signed, executed and delivered this document as the free and voluntary act and deed of said corporation, for the consideration, uses and purposes therein mentioned and set forth and desired that the same might be recorded as such.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal this 29th day of December, 2003.

Heber G. Ginn
(Notary Signature)

My commission expires:

DEBRA A. GRIM
NOTARY PUBLIC • STATE OF OHIO
My commission expires Dec. 3, 2006

**SCHEDULE I TO
MEMORANDUM OF ASSIGNMENT**

CARS: One Hundred Three (103) 1979 Rail Cars, with the following standard specifications:

REMANUFACTURED MILL GONDOLAS: MRL Numbers:

42000	42024	42049	42074	42099
42001	42025	42050	42075	42100
42002	42026	42051	42076	42101
42003	42027	42052	42077	42102
42004	42028	42053	42078	
42005	42029	42054	42079	
42006	42030	42055	42080	
42007	42031	42056	42081	
42008	42032	42057	42082	
42009	42033	42058	42083	
42010	42034	42059	42084	
42011	42035	42060	42085	
42012	42036	42061	42086	
42013	42037	42062	42087	
42014	42038	42063	42088	
42015	42039	42064	42089	
42016	42040	42065	42090	
42017	42041	42066	42091	
42018	42042	42067	42092	
42019	42043	42068	42093	
42020	42044	42069	42094	
42021	42045	42070	42095	
42022	42046	42071	42096	
42023	42047	42072	42097	
	42048	42073	42098	

LEASE: Equipment Schedule No. 1 to that certain Master Lease Finance Agreement dated July 10, 1998, between Fleet Capital Corporation, as successor by merger with BancBoston Leasing Inc., as Lessor, and Montana Rail Link, Inc., as Lessee.